but their parent, Paging Network, Inc., is. As a result, pro forma transfer of control applications to Paging Network, Inc., Debtor-in-Possession will be filed.²

On August 22, 2000, PageNet filed a request for extension of time to October 23, 2000, to file its Applications, pursuant to recommendations by Wireless Telecommunications Bureau staff members made during an August 21, 2000 meeting at the Commission. Under this extension, PageNet will be afforded an opportunity to resolve certain licensing issues prior to filing the *pro forma* Applications. As a result of that process, it is possible that additional licenses will be identified as to which transfer of control applications will be filed.

II. GRANT OF THESE WAIVERS WOULD BE IN THE PUBLIC INTEREST.

1. Waiver of the Application Filing Fees.

PageNet seeks relief from the fees that will be associated with the *pro forma* Applications described above. Under Section 1.1117 of the Commission's rules, application fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." PageNet seeks its relief under this rule section.

Last year, under Section 1.1117 of its rules, the Commission waived application fees related to the reorganization of a bankrupt paging carrier on the grounds that its bankruptcy

The Commission has approved a merger between PageNet and Arch Communications Group, Inc. but that merger has not yet been consummated. Accordingly, the pro forma Applications still need to be filed. See In the Matter of Arch Communications Group, Inc. and Paging Network, Inc. for Consent to Transfer Control of Paging, Narrowband and Other Licenses, WT Docket No. 99-365, File No. 0000053846, DA 99-3028 (rel. April 25, 2000).

³ 47 C.F.R. § 1.1117(a); see also 47 U.S.C. 158(d)(2).

status served as "good cause" for waiver of filing fees.⁴ The Commission further held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." In a related context, the Commission found that "evidence of bankruptcy or receivership is sufficient to establish financial hardship."

By this request, PageNet submits the same evidence of good cause as previously approved by the Commission as sufficient for waiver. As set forth in Section I above and supported in Attachment A, PageNet is in Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, PageNet might be forced to pay up to one hundred and eighty eight thousand dollars (\$188,000.00) in application fees. This is a substantial financial burden for a licensee in bankruptcy, especially in light of the fact that this is only a pro forma transaction not involving a real change in control to a new party. Further, this expenditure would divert funds better used to sustain operations and the impact of this expenditure ultimately would have to be borne by innocent creditors whose claims are already being compromised in the bankruptcy proceedings. Accordingly, PageNet seeks relief by waiver under Section 1.1117 of the Commission's rules.

See MobileMedia Corp., et al., Memorandum Opinion and Order, 14 FCC Rcd 8017, ¶ 40 (1999).

⁵ *Id.*

In re Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion and Order, MD Docket No. 94-19, ¶ 14 (rel. June 22, 1995); see also In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

This is the amount paid by PageNet in connection with the Arch merger filing noted above.

2. Waiver of Section 1.1117(e).

Section 1.1117(e) of the Commission's rules requires that a carrier seeking a waiver of the application filing fees must nonetheless submit the specified application fees, and FCC Form 159s, along with the application and the waiver petition. As set forth above, the payment of monies is what PageNet seeks to avoid due to its financial hardship / bankruptcy status. As such, PageNet requests that it not be required to submit application fees concurrent with its Applications.

Pursuant to Section 1.3 of its rules, the Commission may waive any provision of its rules or orders upon finding that there is "good cause" to do so. The Commission "may exercise its discretion to waive a rule where particular facts would make strict compliance inconsistent with the public interest. Indeed, the Commission's "discretion to proceed in difficult areas through general rules is intimately linked to the existence of a safety valve procedure for consideration of an application for exemption based on special circumstances. The Commission, therefore, has an "obligation to seek out the 'public interest' in particular, individualized cases. Thus, in requesting a waiver, a petitioner must demonstrate that special circumstances warrant deviation from a rule and that grant of a waiver would better serve the public interest than would application of the rule.

⁸ 47 C.F.R. § 1.3.

Northeast Cellular Tel. Co., v. FCC, 897 F.2d 1164, 1166 (1990) ("Northeast Cellular") (citing WAIT Radio v. FCC,418 F.2d 1153, 1159 (D.C. Cir. 1969), cert. denied 409 U.S. 1027 (1972) ("WAIT Radio")).

WAIT Radio, 418 F.2d at 1157 (citations omitted), 1159 (noting that a general "rule is more likely to be undercut if it does not in some way take into account considerations of hardship, equity, or more effective implementation of overall policy").

¹¹ *Id.* at 1157.

Northeast Cellular, 897 F.2d at 1166 (citing WAIT Radio, 418 F.2d at 1159).

When the Commission adopted Section 1.1117(e) requiring that the full application fee accompany the waiver and application filing, the Commission was motivated by a concern that carriers otherwise would be encouraged to file speculative fee waiver requests. The Commission's rationale for this requirement is not relevant to this case. Here, there is nothing speculative with regard to PageNet's filing. Its bankruptcy status can not be disputed and it is required to file the Applications by the Commission's rules—the Applications are not the result of PageNet's voluntary actions.

As set forth above, the Commission has established that bankruptcy is good cause to permit the waiver of regulatory and application fees. Bankruptcy also should serve as good cause for the waiver of the concurrent fee payment requirement under Section 1.1117(e) of the Commission's rules as it makes no sense to impose a fee which would cause financial hardship and then waive the fee because it would cause financial hardship. Unlike mere allegations of financial hardship, a declaration of bankruptcy ordinarily establishes financial hardship and thus warrants the relief here requested.

The Commission has previously granted similar relief in situations where the petition for waiver was accompanied by insufficient fees, or accompanied by no fee payment at all.¹⁴ Where a court-appointed Receiver for several SMR companies filed for a waiver of the system build-out requirements for each of the 4000 affected licenses, the Receiver sent only one \$105 fee instead

See Establishment of a Fee Collection Program to Implement the Provisions of the Omnibus Budget Reconciliation Act of 1989, Gen. Docket No. 86-285, ¶ 32 (rel. April 20, 1990).

See In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

of one fee per license as required under the Commission's rules.¹⁵ In the same case, a licensee who acquired his licenses through one of the companies held in receivership requested the same waiver, but sent the Commission no money with his waiver petition.¹⁶ In both situations, the Commission found that an underlying good cause existed (financial hardship / receivership status) and granted waiver of the filing fees in the absence of the required, concurrent filing fee payment. The same relief should be provided here.

III. CONCLUSION.

For all the foregoing reasons, PageNet respectfully requests that the Commission grant this petition for waiver of the fee requirements of Sections 1.1102, 1.1103, 1.1107 and 1.1117(e) of the Commission's rules in connection with the *pro forma* Applications to be filed by Paging Network, Inc., Debtor-in-Possession and its licensee subsidiaries as discussed herein.

Respectfully submitted,

PAGING NETWORK, INC., DEBTOR-IN-POSSESSION AND ITS LICENSEE SUBSIDIARIES

By:/___

Judith St. Ledger-Roty

James Freeman

Michael J. Francesconi

KELLEY DRYE & WARREN LLP

1200 19th Street, N.W.

Fifth Floor

Washington, D.C. 20036

(202) 955-9600

Their Attorneys

August 23, 2000

Id. ¶ 11. If paid in strict accordance with the Commission's rules, the Receiver would have been forced to pay approximately \$420,000.00 in application fees. Id. ¶ 13.

¹⁶ *Id*.

CERTIFICATE OF SERVICE

I, Shannon Robbins, hereby certify that a true copy of the foregoing **Petition for Waiver** of Application Fees was served this 23rd day of August, 2000, via hand delivery, to the following:

Magalie Roman Salas, Secretary
Federal Communications Commission
12th Street Lobby, TWA-325
Portals II
445 Twelfth Street, S.W.
Washington, D.C. 20554

William F. Caton, Deputy Secretary Federal Communications Commission 445 12th Street, S.W. Washington, DC 20554

Andrew S. Fishel
Managing Director
Office of Managing Director
Federal Communications Commission
445 12th Street, S.W., Room 1-C144
Washington, DC 20554

Mary Beth Richards
Deputy Managing Director
Office of Managing Director
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Lauren Kravetz Attorney Advisor Wireless Telecommunications Bureau Federal Communications Commission 445 12th Street, S.W., Room 4-A163 Washington, DC 20554 Roger Noel
Branch Chief
Licensing and Technical Analysis Branch
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street, S.W., Room 4-B115
Washington, DC 20554

Michael P. Samsock Attorney Advisor Commerical Wireless Division Wireless Telecommunications Bureau Federal Communications Commission 445 12th Street, S.W. Washington, DC 20554

Via Federal Express

Terry Fishel
Technical Analysis Branch
Commercial Wireless Division
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325

William W. Kunze
Deputy Chief
Commercial Wireless Division
Federal Communications Commission
445 12th Street, S.W., Room 4-B145
Washington, DC 20554

Regina Dorsey, Chief Credit Debt Management Center Federal Communications Commission 445 12th Street, S.W., Room 3-C254 Washington, DC 20554 Claudette Pride
Billings and Collections
Credit Debt Management Center
Federal Communications Commission
445 12th Street, S.W., Room 3-C254
Washington, DC 20554

James Schlichting
Deputy Bureau Chief
Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street, S.W., Room 3-C254
Washington, DC 20554

Jeanette Spriggs
Industry Analyst
Satellite Engineering Branch
International Bureau
Federal Communications Commission
445 12th Street, S.W., Room 8-A455
Washington, DC 20554

Steven Weingarten, Chief Commercial Wireless Division Wireless Telecommunications Bureau Federal Communications Commission 445 12th Street, S.W., Room 4-C224 Washington, DC 20554

Carl Huie Office of Engineering & Technology Federal Communications Commission 445 12th Street, S.W., Room 7-C155 Washington, DC 20554

Donald Abelson Chief International Bureau Federal Communications Commission 445 12th Street, S.W. Washington, DC 20554 Thomas Sugrue, Chief Wireless Telecommunications Bureau Federal Communications Commission 445 12th Street, S.W., Room 3-C207 Washington, DC 20554

Carolyn W. Groves Counsel to Arch Communications Group, Inc. Wilkinson Barker Knauer, LLP 2300 N. Street, N.W., Suite 700 Washington, DC 20037

Thomas Tycz Chief Satellite & Radio Communication Division Federal Communications Commission 445 12th Street, S.W. Washington, DC 20554

Fern Jarmulnek Chief Satellite Policy Branch Federal Communications Commission 445 12th Street, S.W. Washington, DC 20554

ITS
Federal Communications Commission
445 12th Street, S.W., Room CY-B402
Washington, DC 20554

Shannon Robbins

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

In re:	·)	Chapter 11	Jul 21	2 os i '[i]
PAGING NETWORK, INC.) Case No. 00-030	Case No. 00-03098	(GMS)	COFFEY CONST
Debtor.	∳	. }			

ANSWER OF PAGING NETWORK, INC. TO INVOLUNTARY PETITION

Paging Network, Inc. ("PageNet") files this answer to the involuntary petition (the "Involuntary Petition") for an order for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") filed against PageNet on July 14, 2000 by Everest Capital Master Fund L.P., Everest Capital Senior Debt Fund L.P. and Quantum Energy Growth Partners C.V. (collectively, the "Involuntary Petitioners") and states:

- 1. PageNet reserves all its rights against the Involuntary Petitioners and their attorneys to obtain a judgment under Bankruptcy Code Section 303(i).
- 2. PageNet does not object from and after July 24, 2000 to the entry of an order for relief under Chapter 11 of the Bankruptcy Code.
- 3. PageNet is without knowledge and information sufficient to form a belief as to the truth of Allegation No. 1 of the Involuntary Petition.
 - 4. PageNet admits Allegation No. 2 of the Involuntary Petition.
- 5. PageNet denies Allegation No. 3 of the Involuntary Petition, except it admits that it is in arrears with respect to certain senior subordinated notes and certain secured bank debt.

56643.1001

WHEREFORE, PageNet requests that this Court enter an Order for Relief in the

form attached hereto and grant such further relief as is necessary or appropriate.

Dated: July 24, 2000

YOUNG COXAWAY STARGATT & TAYLOR, LLP

James L. Patton, Jr. (No. 2202)

Joel A. Waite (No. 2925)

11th Floor, Wilmington Trust Center

1100 North Market Street

P.O. Box 391

Wilmington, Delaware 19899-0391

Tel: (302) 571-6600 Fax: (302) 571-1253

Counsel for Debtors and Debtors-In-Possession

WP3 : 522876 . 1 56643.1001

RESOLUTIONS OF THE BOARD OF DIRECTORS OF PAGING NETWORK, INC.

The directors of Paging Network, Inc. (the "Company"), a Delaware corporation, hereby adopt the following resolutions, as the action of the Board of Directors of the Company.

WHEREAS, pursuant to resolutions of the Board of Directors of the Company dated November 7, 1999, the Company entered into a Merger Agreement, dated November 7, 1999 (as amended, the "Merger Agreement"), among PageNet, Arch Communications Group, Inc., a Delaware corporation ("Arch"), and St. Louis Acquisition Corp., a Delaware corporation;

WHEREAS, at the direction of the Board of Directors and pursuant to the Merger Agreement, the officers of and advisors to the Company have prepared, and the Board of Directors has reviewed, a Chapter 11 plan of reorganization to be proposed by the Company (as the same may hereafter be modified or amended, the "Plan") and a related Disclosure Statement and all material documents related thereto:

WHEREAS, on July 14, 2000 an involuntary petition for an order for relief under the provisions of Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code") was filed against the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");

WHEREAS, the Board of Directors has considered the financial and operational condition and related aspects of the Company's business.

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interest of the Company, its creditors, stockholders and other interested parties to not object to the entry of an order for relief under the provisions of Chapter 11 of the Bankruptcy Code.

FURTHER RESOLVED, that the each of the Chief Executive Officer, the President, each Executive or Senior Vice President of the Company (the "Authorized Officers"), and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and hereby is, authorized and empowered to execute and file on behalf of, and in the name of, the Company all answers, schedules, lists, applications, motions and other papers or documents as may be deemed necessary or appropriate in such Chapter 11 case and to take any and all action which may be deemed necessary or appropriate in connection with the Company's Chapter 11 case.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to file with the Bankruptcy Court the Plan and related Disclosure Statement and all materials related thereto, and to seek confirmation of the Plan as expeditiously as possible.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as

general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Young, Conaway, Stargatt & Taylor, LLP.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the law firm of Mayer, Brown & Platt as special corporate and reorganization counsel to the Company to represent and assist the Company in implementing the Merger Agreement and otherwise assisting the Company with respect to all matters related thereto; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Mayer, Brown & Platt.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the firm of Houlihan Lokey Howard & Zukin Capital as financial advisors to and investment bankers for the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Houlihan Lokey Howard & Zukin Capital.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the firm of Ernst & Young LLP as accountants, auditors and tax consultants for the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Ernst & Young LLP.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to employ the firm of Ernst & Young Restructuring LLC as financial restructuring advisors for the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Ernst & Young Restructuring LLC.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and empowered to employ such other professionals on behalf of the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code as may be deemed necessary or appropriate; and in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such professionals.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and directed to execute on behalf of the Company such documents, instruments and ancillary agreements as may be required to obtain the debtor-in-possession financing on the terms negotiated (or to be negotiated) by management of the Company.

FURTHER RESOLVED, that the Authorized Officers of the Company be, and hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each such Officer, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions and any action heretofore taken by such Officers consistent with the purpose and intent of the foregoing resolutions is hereby approved and ratified.

CERTIFICATE

The undersigned, Julian B. Castelli, Secretary of Paging Network, Inc. (the "Company"), a Delaware corporation, hereby certifies as follows:

- I am the duly qualified and elected Secretary of the Company and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Company.
- 2. Attached hereto is a true, complete and correct copy of the resolutions of the Board of Directors of the Company, duly adopted at a properly convened meeting of the Board of Directors on July 24, 2000, by unanimous vote of the directors there present, in accordance with the by-laws of the Company.
- 3. Such resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof. There exist no other resolutions of the Board of Directors of the Company relating to the matters set forth in the resolution attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 24th day of July, 2000.

Julian B. Castelli, Secretary

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

In re:) Chapt	ter 11
PAGING NETWORK, INC., et al.,) Case:	No. 00-03098 (GMS)
Debtors.) Jointl	y Administered

CONSOLIDATING LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of the debtors' creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including appeade	Name, telephone number and complete number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.	Nature of claim (trade debt. bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to sctoff	Amount of claim [if secured elso state value of security]
10% Sr. Sub. Notes (Indenture Trustee: State Street Bank)	Corporate Trust Division, 2 Avenue de Lafayette, 6 th Floor, Boston, MA 02111 Tel. (617) 662-1782 Fax (617) 662-1466	Bond Debt		\$535,416.667.05
10.125% Sr. Sub. Notes (Indenture Trustee: State Street Bank)	Corporate Trust Division, 2 Avenue de Lafayette, 6º Floor, Boston, MA 02111 Tel. (617) 662-1782 Fax (617) 662-1466	Bond Debt	-	\$437,125,000.00
8.875% Sr. Sub. Notes (Indenture Trustee: State Street Bank)	Corporate Trust Division, 2 Avenue de Lafayette, 6 th Floor, Boston, MA 02111 Tel. (617) 662-1782 Fax (617) 662-1466	Bond Debt		\$334,405,205.07

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.	Nature of claim (trade debt. bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated. disputed or subject to setoff	Amount of claim (if secured also state value of security)
Sprint, Inc.	2330 Shawnee Mission Pkwy Westwood, KS 66205 (816) 854-0903 or (913) 624-6843 Legal	Trade Debi		\$830,132.26
Bellsouth Wireless Data	10 Woodbridge Center Dr Woodbridge, NJ 07195 Tel. (732)602-5500 Fax (732) 636-0750	Trade Debi		\$772.761.27
Glenzyre	5935 Cargegie Blvd. Charlone, NC 28209 Tel. (704) 553-0038 Fax (704) 553-0524			\$691.837.42
Sibeel Systems	1555 South Grant St San Mateo, C.4 94402 Tel. (650) 293-5090 Fax (650) 295-5111	Trade Debi		\$621.895.25
Output Technology Solutions	4307 Golden Footkill Phys. El Dorado Hills, CA 93762 Tel. (916) 939-4600 Fax (916)			\$616.121.60
AT&T Wireless Senices	16331 NE 72 ⁻⁴ St. Redmond, WA 98052 Tel. (425) 680-6000 Fax (908) 221-3655	Trade Debi		\$492,797.30
Centrobe (Acquired by EDS)	P.O. Box 14947 St. Louis, MO 63150 Tel. (972) 603-6000 Fax (972) 605-1357	Trade Debt	-	\$492,001.00 ·
NECA	805 Jefferson Road Whippany, NJ 07981 Tel. (973) 887-8173 Fax (973) 884-8469	Trade Debt		\$456,598.90
Federal Express	1989 Nonconnah Memphis, TN 38132 Tel (800) 463-3339 Fax (901) 818-7388	Trade Debt		\$354,900.00

WP3: 522783.1 55643.1001

Name of creditor and complete mailing address including sip code	Name, telephone number and complete mailing address, including sip code, of employee, agent, or department of creditor familiar with claim who may be contacted.	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Belisouth	1133 21" St NW Suite 900 Washington, DC 20036 Tel. (202) 463-4129 Fax (202) 463-4195	Trade Debi		\$345.822.00
American Express. Inc.	200 Vesey Street New York, NY 10285 Tel. (212) 640-2000 Fax (212) 640-3723	Trade Debi		\$310.840.13
Idea Integration, Inc.	One Independent Dr. Jacksonville, FL 32302 Tel. (904) 360-2600 Fax (904) 360-2506	Trade Dobi		\$265,525.40
Southwestern Bell, Inc.	175 E. Houston St. San Antonio, TX 78205 Tel. (210) 351-3302 Fax (210) 351-2298	Trade Debi		\$257,6\$2.35
Ameritech (Merged with SBC)	175 E. Houston St. San Antonio, TX 78205 Tel. (210) 821-4105 Fax (210) 351-2298	Trade Debi		\$226.639.20
Tabco Software, Inc.	3165 Porier Dr. Palo Alio, CA 94304- 1213 Tel. (650) 846-1000 Fax (650) 846-1005	Trade Debi		\$205,921.64
Output Services · Group	100 West Forest Ave. Suite K Englewood, NJ 07631 Tel. (201) 871-1100 Fax (201) 871-3550	Trade Debt	-	\$195,000.00

WP3: 522783.1 56643.1001

Name of creditor and complete mailing address including zip code

Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted.

Nature of claim (trade debt, bank loan, government contract, etc.) Indicate if claim is contingent, unliquidated, disputed or subject to setoff

Amount of claim [if secured also state value of security]

RHI

5720 Stoneridge Dr., Suite 3 Pleasanton, CA

Tel (925) 225-0418 Fax (925) 598-7119

Walla Walla County Treasurer 315 W. Main St. Walla Walla, WA 99362

Tel. (509) 527-3213 Fax (509) 527-3296 Trade Debi

Tax Claim

\$192,233.00

\$186,359.79

56643.1001

Declaration Under Penalty of Perjury On Behalf of a Corporation

I, the undersigned authorized officer of the corporation named as the debtor as this case, declare under penalty of perjury that I have reviewed the foregoing "List of Creditors Holding 30 Largest Unsecured Claims" and that it is true and correct to the best of my information and belief, with reliance on appropriate corporate officers.

Dated: July 24, 2000

ulian B. Castelli

Chief Financial Officer

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

In re:) Chapter 11
PAGING NETWORK, INC.) Case No. 00-03098 (GMS)
Debtor.	
ORDER FOR RELIEF UNDER CHAI	TER 11 OF THE BANKRUPTCY CODE
Upon consideration of the involunta	ry petition (the "Involuntary Petition") for an
order for relief under Chapter 11 of Title 11 of	the United States Code (the "Bankruptcy Code")
filed on July 14, 2000 by Everest Capital Maste	er Fund L.P., Everest Capital Senior Debt Fund
L.P. and Quantum Energy Growth Partners C.V	. against Paging Network, Inc.; and the answer
thereto filed by Paging Network, Inc.; and it ap	pearing that this Court has jurisdiction to consider
this matter; and it appearing that Paging Netwo	rk, Inc. does not object to the entry of an order
for relief under Chapter 11 of the Bankruptcy C	Code but does not waive any rights it may have to
seek a judgment under Bankruptcy Code Section	on 303(i); and good and sufficient cause appearing
therefor, it is hereby	
ORDERED that relief under Chapte	r 11 of the Bankruptcy Code be and hereby is
ordered against Paging Network, Inc.	·
Dated:, 2000	
•	•
•	UNITED STATES DISTRICT JUDGE

56643.1001

(Official Form 1) (9/97)

FORM B1 United States Bankruptcy (District of Delaware	Court Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): PageNet, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): See attached list of other names used by the Debtor and affiliated entities incorporated herein by reference.	All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I:D. No. (if more than one, state all): 62-156-0954	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City State & Zip Code): 3322 West End Avenue, Sulte 201 Nashville, Tennessee 37203-1071	Street Address of Debtor (No. & Street, City State & Zip Code):
County of Residence or of the Principal Place of Business: Davidson County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Debtor (if different from street address):
c/o Paging Network, Inc. 14911 Quorum Drive Dallas, Tevas 75240-7599	
Location of Principal Assets of Business Debtor (if different from street address above): SAME	
Information Regarding the De	ebtor (Check the Applicable Boxes)
Venue (Check any applicable box) Debtor has been domiciled or has had a residence, principal place preceding the date of this petition or for longer part of such 180 of There is a bankruptcy case concerning debtor's affiliate, general	
Type of Debtor (Check all boxes that apply) Individual(s) Railroad	Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)
■ Corporation □ Stockbroker □ Partnership □ Commodity Broker □ Other □	Chapter 7 Chapter 11 Chapter 13 Chapter 9 Chapter 12 Sec. 304 - Case ancillary to foreign proceeding
Nature of Debts (Check one box)	Filing Fee (Check one box)
Consumer Non-Business Business	Full Filing Fee attached Filing Fee to be paid in installments (Applicable to individuals only)
Chapter 11 Small Business (Check all boxes that apply)	Must attach signed application for the count's consideration certifying that the debtor is unable to pay fee except in installments.
Debtor is a small business as defined in 11 U.S.C. § 101 Debtor is and elects to be considered a small business under 11 U.S.C. § 112(e) (Optional)	Rule 1006(b). See Official Form No. 3.
Statistical Administrative Information (Estimates only)	THIS SPACE IS FOR COLET USE ONLY
 Debtor estimates that funds will be available for distribution to uns Debtor estimates that, after any exempt property is excluded and 	administrative expenses paid there
will be no funds for distribution to unsecured creditors. Estimated Number of Creditors 1-15 16-49 50-99 100-	
* Consolidated for Paging Network, Inc. and its subsidiaries	
Estimated Assets * \$0 to \$50,001 to \$180,001 to \$500,001 to \$1,000,001 to \$1	10,000,001 to \$50,000,001 More than \$100 million \$100 million
	10.000.001 to \$50.000.001 More than 50 million \$100 million

(Official Form 1) (9/97)

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s): PageNet, Inc.	FORM B1, Page	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner	or Affiliate of this Debtor (If mon	than one, attach additional sheet)	
Name of Debtor: See attached list of affiliated entities incorporated herein by reference.	Case Number: As Filed.	Date Filed: Same	
District: Same	Relationship: Parent/Director or Indirect Subsidiary	Judge:	
Sign	natures		
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11. United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11. United States Code, specified in this petition.	Signature of Debtor (Co I declare under penalty of perjury that the true and correct, and that I have been auth the debtor. The debtor requests in accordance with the Code, specified in this petition.	information provided in this petition is norized to file this petition on behalf of	
Signature of Decret Signature of Joint Decret Telephone Number (if not represented by alliamey.)	Julian B. Castelli Printed Name of Authorized Individual Vice President Title of Authorized Individual		
Date 7 Signature of Aftorney	Signature of Non-Attor	nes Petition Preparer	
Supporte of Avi. The Deptorus James L. Patton, Jr. Joel A. Waite Prince Name of Atlories for Deptor(s)	I certify that I am a bankruptcy petition protein I prepared this document for compenion debtor with a copy of this document.	eparer as defined in 11 U.S.C. § 110,	
Young Conamas Stargatt & Taylor, LLP	Printed Name of Bankrupicy Petition	Preparer	
1100 N. Market Street, Wilmington Trust Center	Social Security Number		
Wilmington, DE 19801	Addiess		
302-571-6600 Telephone Number	Names and Social Security numbers of prepared or assisted in preparing this of		
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) Exhibit A is attached and made a part of this petition.	If more than one person prepared this docu conforming to the appropriate official for		
Exhibit B	X		
(To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.	Signature of Bankruptcy Petition Prep	· · · · · · · · · · · · · · · · · · ·	
Signature of Attorney for Debtons) Date	A bankruptcy petition preparer's failure to and the Federal Rules of Bankruptcy Proc imprisonment or both 11 U.S.C. §110, 18	edure may result in fines or	

FORM B1 United States Bankruptcy (District of Delaware	Court	Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Paging Network of America, Inc.	Name of Joint Debtor (Spouse) (Last,	First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): See attached list of other names used by the Debtor and affiliated entities incorporated herein by reference.	All Other Names used by the Debtor is maiden, and trade names):	n the last 6 years (include married,
Soc. Sec. Tax I.D. No. (if more than one, state all): 75-259-0299	Soc. Sec/Tax I.D. No. (if more than c	one, state all):
Street Address of Debtor (No. & Street, City State & Zip Code): e/o Paging Network, Inc. 14911 Quorum Drive Dallas, Texas 75240-7599	Street Address of Debtor (No. & Street	t, City State & Zip Code):
County of Residence or of the Principal Place of Business Dallas County	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address): e.o Paging Network, Inc. 14911 Quorum Drive Dallas, Texas 75240-7599	Mailing Address of Debtor (if different	t from street address): _
Location of Principal Assets of Business Debtor (if different from street address above) Same		
Venue (Check any applicable box) Debtor has been domiciled or has had a residence, principal place preceding the date of this potition or for longer pain of such 180 d There is a bankruptcy case concerning debtor's affiliate, general p	of business, or principal assets in this Days than in any other District.	District for 150 days immediately
Type of Debtor (Check all boxes that apply) Individual(s)	Chapter or Section of Bankri the Petition is Filed Chapter 7 Chapter 11 Chapter 9 Chapter 12 Sec. 304 - Case ancillary to foreign	(Check one box) Chapter 13
Nature of Debts (Check one box) Consumer Non-Business Business Filing Fee (Check one box) Filing Fee attached Filing Fee to be paid in installments (Applicable to individuals on Must attach signed application for the courn's consideration certifying that the debtor is unable to pay fee except in installment Rule 1006(b). See Official Form No. 3.		
\$50,600 \$50,001 to \$500,000 \$1 million \$10 million \$5 Consolidated for Paging Nerwork, Inc. and its subsidiaries. Estimated Debts* 50 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$1	administrative expenses paid, there	THIS SPACE IS FOR COLUMN SECOND

(Official Form 1) (9/97)

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s): Paging Network of Ameri	FORM B1, Page ;	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner	or Affiliate of this Debtor (If more	e than one, attach additional sheet)	
Name of Debtor: See attached list of affiliated entities incorporated herein by reference.	•	Date Filed: Same	
District: Same	Relationship: Parent/Director or Indirect Subsidiary	Judge:	
Sigr	natures		
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11. United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11. United States Code, specified in this petition. X Signature of Deptice Deptic	Signature of Debtor (Co I declare under penalty of perjury that the true and correct, and that I have been auth the debtor. The debtor requests in accordance with the Code, specified in this petition.	information provided in this petition is nonzed to file this petition on behalf of	
X Signature de Corre Destor Telephone Number (il not représenteulle, unionte) Due	Julian B. Castelli Printed Name of Authorized Individu Vice President Title of Authorized Individual Date	1.	
Signature of Attorney	Signature of Non-Attor	ney Petition Preparer	
Signature of Attorney for Debtor(s) James L. Patton, Jr. Joel A. Waite Printed Name of Attorney for Debtor(s)	I centify that I am a bankruptcy petition pt that I prepared this document for compen- debtor with a copy of this document	eparer as defined in 11 U.S.C. 6 110, sation, and that I have provided the	
Young Conaway Stargatt & Taylor, LLP	Printed Name of Bankruptcy Petition	Preguiei	
1100 N. Market Street, Wilmington Trust Center	Social Security Number		
Address Wilmington, DE 19801	Address		
302-571-6600 Teighone Number 7124/06	Names and Social Security numbers of prepared or assisted in preparing this		
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)	If more than one person prepared this doc conforming to the appropriate official for		
Exhibit A is attached and made a part of this petition Exhibit B			
(To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11. United States Code, and have explained the relief available under each such chapter.	Signature of Bankruptcy Petition Prep		
X Signature of Attorney for Debtor(s) Date	A bankruptey petition preparer's failure to and the Federal Rules of Bankruptey Proc imprisonment or both 11 U.S.C. §110, 18	edure may result in fines or	

FORM B1 United States Bankruptcy C District of Delaware	The state of the s		
Name of Debtor (if individual, enter Last, First, Middle): Paging Network of Colorado, Inc.	Name of Joint Debtor (Spouse) (Last, I	First, Middle):	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): See attached list of other names used by the Debtor and affillated entities incorporated herein by reference.	All Other Names used by the Debtor in maiden, and trade names):	the last 6 years (include married,	
Soc. Sec./Tax 1.D. No. (if more than one, state all): 84-120-8036	Soc. Sec/Tax 1.D. No. (if more than o	ne, state all):	
Street Address of Debtor (No. & Street, City State & Zip Code): 6300 South Syracuse, Suite 550 Englewood, CO 80111	Street Address of Debtor (No. & Street	, City State & Zip Code):	
County of Residence or of the Principal Place of Business: Arapahoe County	County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):	Mailing Address of Debtor (if different	from street address):	
c/o Paging Network, Inc. 14911 Quorum Drive Dallas, Texas 75240-7599			
Location of Principal Assets of Business Debtor (if different from street address above): Same			
Information Regarding the Debtor (Check the Applicable Boxes) Venue (Check any applicable box) Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for longer part of such 180 days than in any other District.			
There is a bankruptcy case concerning debtor's affiliate, general p			
Type of Debtor (Check all boxes that apply) Individual(s) Railroad Corporation Stockbroker Partnership Commodity Broker Other	Chapter or Section of Bankru the Petition is Filed Chapter 7	(Check one box)	
Nature of Debts (Check one box)	Filing Fee (Che		
Consumer Non-Business Business	Full Filing Fee attached		
Chapter 11 Small Business (Check all boxes that apply) Debtor is a small business as defined in 11 U.S.C. § 101 Debtor is and elects to be considered a small business under 11 U.S.C. § 112(e) (Optional)	Filing Fee to be paid in installment Must attach signed application for certifying that the debtor is unable Rule 1006(b). See Official Form N	the court's consideration to pay fee except in installments. So. 3.	
Statistical/Administrative Information (Estimates only)		THIS POST IS BOX SOCKET FRE OVER	
Debtor estimates that funds will be available for distribution to unsupplied Debtor estimates that, after any exempt property is excluded and will be no funds for distribution to unsecured creditors.		L 24 2 21 [il "C" S. Fankhupic / Goluf Isthugi of Millimaki	
Estimated Number of Creditors* 1-15 16-49 50-99 100-1 Consolidated for Paging Nerwork, Inc. and its subsidiaries.		21 f.	
Estimated Assets * \$0 to \$50,001 to \$100,001 to \$500,001 to \$1,000,001 to \$1	0,000,001 to \$50,000,001 More than 0 million \$100 million \$100 million		
	0,000,001 to \$50,000,001 More than 0 million \$100 million		

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s): Paging Network of Colors	FORM B1, Page ado, Inc.		
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, anach additional sheet)				
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A		
Pending Bankruptcy Case Filed by any Spouse, Partner	or Affiliate of this Debtor (If mon	than one, attach additional sheet)		
Name of Debtor: See attached list of affiliated entities incorporated herein by reference.	•	Date Filed: Same		
District: Same	Relationship: Parent/Director or Indirect Subsidiary	Judge:		
Sign	natures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X Signature of Debtor Telephone Number (if not represented by attorney.)	true and correct, and that I have been authorized to file this petition on behalf of the debtor.			
Signature of Attorney	Signature of Non-Attor	nes Patition Prenares		
Signature of Attorney Signature of Attorney for Debtor(s) James L. Patton, Jr. Joel A. Waite Printed Name of Attorney for Debtor(s)	I certify that I am a bankruptcy petition pr that I prepared this document for compen- debtor with a copy of this document.	reparer as defined in 11 U.S.C. § 110, sation, and that I have provided the		
Young Conaway Stargett & Taylor, LLP	Printed Name of Bankruptcy Petition	recparer		
Firm Name	Social Security Number			
1100 N. Market Street, Wilmington Trust Center Address	Address			
Wilmington, DE 19801 302-571-6600 Telephone Number Date	Names and Social Security numbers of prepared or assisted in preparing this			
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) Exhibit A is attached and made a part of this petition.	If more than one person prepared this doc conforming to the appropriate official for			
Exhibit B	Χ			
(To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that (he or she) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.	Signature of Bankrupicy Petition Prep			
Secretary of Attomaty for Debtor(s)	A bankruptcy petition preparer's failure to and the Federal Rules of Bankruptcy Proc	edure may result in fines or		